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LISTING STATEMENT No. 2264

LISTED JUNE 19, 1967

5,000,000 shares without par value
Stock symbol "MMG"
Dail quotation No. 2276
Post section 9.5

THE TORONTO STOCK EXCHANGE

LISTING STATEMENT

MacLEOD MOSHER GOLD MINES LIMITED

Formed under Part II of The Corporations Act, 1960, (Ontario) by Letters Patent dated June 15, 1967 amalgamating MacLeod-Cockshutt Gold Mines Limited, Consolidated Mosher Mines Limited and Hard Rock Gold Mines, Limited under the name MacLeod Mosher Gold Mines Limited.

1. Address of the Company's Head Office and of any other offices:

The address of the Company's Head Office is Room 400, 112 King Street West, Toronto 1, Ontario.

2. Officers of the Company:

OFFICE HELD	NAME	ADDRESS	OCCUPATION
President	John Charles Leighton Allen	3 Clarendon Crescent, Toronto 7, Ontario	Stockbroker
Vice-President	Robert Crooks Stanley, Jr.	578 Navesink River Rd., Mounted Route #1, Red Bank, New Jersey, U.S.A.	Mining Executive
Comptroller	Donald Murray Lorimer	286 Oriole Parkway, Toronto 7, Ontario.	Chartered Accountant
Secretary	Bessie Anderson Argo	3 Broadway Avenue, Apartment #64, Toronto 12, Ontario.	Corporate Secretary

3. Directors of the Company:

NAME	ADDRESS	OCCUPATION
John Charles Leighton Allen	3 Clarendon Crescent, Toronto 7, Ontario	Stockbroker
Peter Ackerman Allen	51 Lowther Avenue Toronto 5, Ontario	Stockbroker
John Douglas Bryce	87 Lytton Boulevard, Toronto 10, Ontario	Mining Engineer
Peter Keith Hanley	65 Trafalgar Road, Oakville, Ontario	Stockbroker
Robert Crooks Stanley, Jr.	578 Navesink River Rd., Mounted Route #1, Red Bank, New Jersey, U.S.A.	Mining Executive

4. Names and addresses of all transfer agents:

Eastern & Chartered Trust Company, 1901 Yonge Street, Toronto 7, Ontario.

5. Particulars of any fee charged upon transfer other than customary government taxes:

50¢ for each new share certificate.

6. Names and addresses of all registrars:

Eastern & Chartered Trust Company, 1901 Yonge Street, Toronto 7, Ontario.

7. Amount of authorized capital: \$5,000,000.00.

8. Number of shares and par value: 5,000,000 without par value.

9. Full details of all shares issued in payment for properties or for any other assets other than cash:

Upon the grant to the Company of Letters Patent of Amalgamation dated June 15, 1967, the shares of each of MacLeod-Cockshutt Gold Mines Limited, Consolidated Mosher Mines Limited and Hard Rock Gold Mines, Limited, the amalgamating companies, were converted into 3,511,088 shares of the Company in accordance with the provisions of the Amalgamation Agreement dated May 18, 1967, made between the aforesaid amalgamating companies.

10. Full details of all shares sold for cash.	No shares of the Company have been sold for cash.
11. Total number of shares issued:	3,511,088
12. Number of shares now in treasury or otherwise unissued.	1,488,912
13. Particulars of any issued shares held in trust for the Company or donated for treasury purposes.	No issued shares of the Company are held in trust for the Company and none have been donated for treasury purposes.
14. Date of last annual meeting.	The Company has not held an Annual Meeting since the grant of the Letters Patent of Amalgamation to the Company.
15. Date of last report to shareholders.	The Company has not made a report to the shareholders since the grant of Letters Patent of Amalgamation to the Company.
16. Details of any treasury shares (or shares issued subject to payment or shares held for the benefit of the treasury) now under option or the subject of any underwriting or sales agreement. If none, this to be stated.	There are no treasury shares of the Company now under option or the subject of any underwriting or sales agreement, or shares issued subject to payment or shares held for the benefit of the treasury of the Company.
17. Names and addresses of persons having any interest, direct or indirect, in underwritten or optioned shares or other securities or assignments, present or proposed.	Not applicable.
18. Details of any payments in cash or securities of the Company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	There are no payments in cash or securities of the Company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.
19. Details of any shares pooled, deposited in escrow, non-transferable or held under any voting trust agreement, syndicate agreement or control.	There are no shares of the Company pooled, deposited in escrow or held under any voting trust agreement, syndicate agreement or control.
20. Names and addresses of owners of more than a 5% interest in pooled or escrowed shares and their shareholdings. (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable.

<p>21. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.</p>	<table> <tr> <td>Malartic Gold Fields (Quebec) Limited 400-112 King St. W., Toronto 1, Ontario</td><td>1,530,000</td></tr> <tr> <td>Lun-Echo Gold Mines Limited 400-112 King St. W., Toronto 1, Ontario</td><td>54,700</td></tr> <tr> <td>Lake & Co., c/o Bank of Montreal, Main Office, King & Bay Streets, Toronto 1, Ontario</td><td>29,350</td></tr> <tr> <td>H. & N. R. Wagner, Northgate House, 20-24 Moorgate, London, E.C.2, England</td><td>26,700</td></tr> <tr> <td>C. C. Fields & Co., c/o John C. L. Allen Limited, 405-112 King St. W., Toronto 1, Ontario</td><td>16,108</td></tr> </table> <p>The Company understands that C. C. Fields & Co. and Lake & Co., are not the beneficial owners of the shares of the Company registered in their respective names but the Company does not know who are the beneficial owners of such shares.</p>	Malartic Gold Fields (Quebec) Limited 400-112 King St. W., Toronto 1, Ontario	1,530,000	Lun-Echo Gold Mines Limited 400-112 King St. W., Toronto 1, Ontario	54,700	Lake & Co., c/o Bank of Montreal, Main Office, King & Bay Streets, Toronto 1, Ontario	29,350	H. & N. R. Wagner, Northgate House, 20-24 Moorgate, London, E.C.2, England	26,700	C. C. Fields & Co., c/o John C. L. Allen Limited, 405-112 King St. W., Toronto 1, Ontario	16,108
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C. C. Fields & Co., c/o John C. L. Allen Limited, 405-112 King St. W., Toronto 1, Ontario	16,108										
<p>22. Names and addresses of persons whose shareholdings are large enough to materially affect control of the Company.</p>	<p>Malartic Gold Fields (Quebec) Limited, aforesaid, is in a position to materially affect control of the Company through its shareholdings.</p>										
<p>23. Details of any registration with or approval or authority for sale granted by or any filing with a Securities Commission or corresponding Government body.</p>	<p>The Company has not registered with or made application to register with or requested approval or authority for sale or filing with any securities commission or corresponding government body.</p>										
<p>24. Has any application for registration with or approval or authority for sale by or any filing with a Securities Commission or corresponding Government body ever been refused, cancelled, suspended or revoked? If so, give particulars.</p>	<p>The Company has never had an application for registration with or approval or authority for sale by or any filing with a securities commission or corresponding government body refused, cancelled, suspended or revoked.</p>										
<p>25. Particulars of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.</p>	<p>There are no bonds, debentures, notes, mortgages, charges, liens or hypothecations of the Company outstanding.</p>										
<p>26. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.</p>	<p>Particulars of the assets of the Company are set out on pages 3 and 9 to 27, inclusive, of the Information Circular of MacLeod-Cockshutt Gold Mines Limited sent to its shareholders for the General Meeting of Shareholders held June 8, 1967 (hereinafter called the "Information Circular") a copy of which is attached hereto and to which reference is made.</p>										
<p>27. Enumerate fully each of the following property classifications, giving claim or property numbers, approximate acreage, townships and mining camp or oil field:</p> <p>(a) Properties owned where titles vested in Company.</p> <p>(b) Properties leased.</p> <p>(c) Properties otherwise held.</p> <p>Give particulars of title held by the Company in each instance (e.g. patented, unpatented, Crown granted, held under mining license, perpetual lease, etc.)</p>	<p>Particulars of the property of the Company are set out on pages 6, 7, 8 and 25 to 27 inclusive, of the Information Circular attached hereto, to which reference is made.</p>										
<p>28. Full particulars of any royalties or other charges payable upon production from each individual property.</p>	<p>There are no royalties or other charges payable upon production from any of the properties owned by the Company.</p>										

29. Names and addresses of vendors of any property or other assets intended to be purchased by the Company showing the consideration to be paid.	The Company has no intention at this time of purchasing any property or other assets.
30. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable.
31. Are any lawsuits pending or in process against the Company or any of its properties, or are there any other circumstances which might affect the Company's position or title adversely? If so explain fully.	There are no lawsuits pending or in process against the Company or its properties which might affect the Company's position or title adversely.
32. Describe plant and equipment on property or properties.	Particulars of plant and equipment on properties owned by the Company are set out on page 27 of the Information Circular attached hereto, to which reference is made.
33. Describe all development accomplished and planned.	The Company proposes to continue to carry on mining operations at the mines of MacLeod-Cockshutt Gold Mines Limited and Consolidated Mosher Mines Limited on a salvage basis. See pages 7 and 8 of the attached Information Circular for further information.
34. Date and author of mining or petroleum engineer's or geologist's report filed with this application and available for inspection on request.	Not applicable.
35. Full particulars of production to date.	See page 8 of the attached Information Circular for further details.
36. Have any dividends been paid? If so, give date, per share rate, and amount paid in dollars on each distribution.	The Company has not paid any dividends to date.
37. Name and address of the solicitor or attorney whose certificate that the applicant is a valid and subsisting company and that the shares which have been allotted and issued were legally created and are fully paid and non-assessable has been filed with the Exchange.	Holden, Murdoch, Walton, Finlay, Robinson, Pepall & Harvey, Suite 2400, The Bank of Nova Scotia Building, 44 King Street West, Toronto 1, Ontario.
38. (a) Have any shares of the Company ever been listed on any other stock exchange? If so, give particulars. (b) Is any application for listing the shares of the Company on any other stock exchange now pending or contemplated? If so give particulars.	The shares of the Company have not been listed on any other stock exchange. The Company does not contemplate making any application to list the shares of the Company on any other stock exchange, and no such application is pending.

<p>(c) Has any application for listing of any shares of the Company ever been refused or deferred by any stock exchange? If so, give particulars.</p>	<p>No application for listing any of the shares of the Company has ever been refused or deferred by any stock exchange.</p>
<p>39. Particulars of the Officers and Directors of the Company are as follows:</p>	<p>John Charles Leighton Allen, President and Director—has for more than five years been the President of John C. L. Allen Limited, a member of The Toronto Stock Exchange; is an officer and/or director of a number of companies associated with The Little Long Lac Gold Mines Limited.</p> <p>Peter Ackerman Allen, Director—since 1965 a stockbroker employed by John C. L. Allen Limited and prior to 1965, a civil engineer; is an officer and/or director of a number of companies associated with The Little Long Lac Gold Mines Limited.</p> <p>Bessie Anderson Argo, Secretary—has for more than five years been the Secretary of The Little Long Lac Gold Mines Limited or its predecessor companies; is an officer and/or director of a number of companies associated with The Little Long Lac Gold Mines Limited.</p> <p>John Douglas Bryce, Director—has for more than five years been an officer and/or director of Macassa Gold Mines Limited; is an officer and/or director of a number of companies associated with The Little Long Lac Gold Mines Limited.</p> <p>Peter Keith Hanley, Director—has for more than five years been a director of John C. L. Allen Limited, a member of The Toronto Stock Exchange; is an officer and/or director of a number of companies associated with The Little Long Lac Gold Mines Limited.</p> <p>Donald Murray Lorrimer, Comptroller—since August, 1964, the proprietor of D. M. Lorimer and Company and prior to that, the Secretary and Controller of The Patino Mining Corporation; is an officer of a number of companies associated with The Little Long Lac Gold Mines Limited.</p> <p>Robert Crooks Stanley, Jr., Vice-President and Director—has for more than five years been a director of The Little Long Lac Gold Mines Limited or its predecessor companies, is an officer and/or director of a number of companies associated with The Little Long Lac Gold Mines Limited.</p>
<p>40. The dates of and parties to and the general nature of every material contract entered into by the Company which is still in effect and is not disclosed in the foregoing.</p> <p>Except for management contracts, do not include particulars of any contract entered into in the ordinary course of business carried on or intended to be carried on by the Company.</p>	<p>The Company entered into an arrangement with The Little Long Lac Gold Mines Limited, 400, 112 King Street West, Toronto 1, Ontario, as of June 15, 1967, whereby the Company pays to The Little Long Lac a management charge of \$3,000 per month for managerial, engineering and secretarial services and head office space.</p>
<p>41. Any other material facts not disclosed in the foregoing.</p>	<p>There are no material facts not disclosed in the foregoing.</p>

42.

STATEMENT SHOWING DISTRIBUTION OF ISSUED CAPITAL

as of June 15, 1967


FREE STOCK	Shares	Shares
(a) Distributed and in the hands of the public (exclusive of the promoters, officers and directors of the Company and their agents or trustees).	3,511,083	
(b) Distributed and in the hands of the promoters, officers and directors of the Company and their agents or trustees.	<u>5</u>	
	Total free stock	3,511,088
ESCROWED OR POOLED STOCK		
(c) Held in escrow or pool as set out in Item 19 of this Application.		Nil
	Total issued capital	3,511,088
RECORD OF SHAREHOLDERS		approximately
Number of registered shareholders holding shares in class (a) above		6,400
Number or registered shareholders holding shares in class (b) above		5
Number of registered shareholders holding shares in class (c) above		Nil

43.

STATEMENT SHOWING NUMBER OF SHAREHOLDERS

as of June 15, 1967

Approximate Number						Shares
3,574	Holders of	1	—	99	shares	109,930
1,976	" "	100	—	499	"	385,184
436	" "	500	—	999		401,043
245	" "	1000	—	1999	"	278,970
109	" "	2000	—	2999	"	311,098
22	" "	3000	—	3999	"	70,025
11	" "	4000	—	4999	"	46,490
32	" "	5000	—	up	"	1,908,348
<u>6,405</u> Stockholders						<u>Total Shares 3,511,088</u>



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